

BYLAWS
OF
[MISSOURI HEALTH INFORMATION ORGANIZATION]
a Missouri Nonprofit Corporation
501(c)(3) Public Charity

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ARTICLE I

Purposes and Limitations

Organized efforts to build consensus around a governance strategy for a statewide health information exchange (“HIE”) in Missouri began in the summer of 2009. Following the passage of the HITECH Act, Missouri Governor Jay Nixon signed Executive Order 09-27 (“Executive Order”) creating the Missouri Office of Health Information Technology to promote the development and application of an effective health information technology (“IT”) and HIE infrastructure for the State of Missouri. The Executive Order was signed recognizing the potential of health IT and HIE to improve the quality and reduce the cost of health care and promote the public health in Missouri. The State of Missouri has worked collaboratively with its stakeholders to develop a strategic plan to implement a statewide HIE and is committed to continuing to work with stakeholders to develop and implement an operational plan to support statewide HIE.

As a result of these efforts, the **[Missouri Health Information Organization]**, a Missouri nonprofit corporation (the “Corporation”), was organized by the filing of Articles of Incorporation (the “Articles”) on _____, 2010, to serve as the Statewide health information organization.

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. The Corporation’s purposes shall include, but not be limited to, the promotion of public health and lessening the burdens of the government by improving the quality and outcomes of patient care and reducing health care costs through the establishment of a policy framework that will enable the creation and maintenance of an effective health information exchange infrastructure in the State of Missouri and, if so determined by the Board of Directors of the Corporation (the “Board”), through the ownership and operation of elements of such infrastructure and the creation and offering of shared services to enable the secure and efficient exchange of clinical information to improve public health and patient care. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

The Corporation is dedicated to utilizing health IT and HIE to:

- Improve the quality of medical decision-making and the coordination of care;
- Provide accountability in safeguarding the privacy and security of medical information;
- Reduce preventable medical errors and avoid duplication of treatment;

- Improve the public health;
- Enhance the affordability and value of health care; and
- Empower Missourians to take a more active role in their own health care.

To achieve its purposes, the Corporation intends to carry out, among other things, the following strategic functions, all with the ultimate goal of improving patient care:

- Define clear and consistent goals for the Corporation;
- Define and adopt business, technical, and operational policies that participants comply with as members of a self-regulatory organization;
- Act as the agent for distribution of state and federal grant funds for statewide HIE development;
- Ensure the availability of statewide technology services;
- Coordinate with **[Missouri's Regional Extension Center]**;
- Establish a business model for the Corporation so that it is sustainable and self-financing;
- Have the authority to ensure compliance, enforce policies and resolve disputes relating to participation in the Corporation (and in compliance with national and state laws and regulations).

ARTICLE II Members

The Corporation will not have members.

ARTICLE III Board of Directors

Section 3.1 General Powers

. The affairs of the Corporation will be managed by the Board.

Section 3.2 Number

. The number of Directors on the Board will initially be **[twelve-fifteen (12-15)]**, excluding ex officio Directors (as described in Section 3.4 hereof). The number of Directors may be changed from time to time by amendment of these Bylaws, provided that the number of

Directors will be set at not less than twelve (12) and not more than fifteen (15). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

Section 3.3 Election, Class and Term

. The initial term of the Directors named in the Articles shall be one (1) year. Thereafter, the Directors will be **[language to be developed]** and will occur at the annual meeting of the Board. In order to provide for staggered terms of office, the Directors will be equally divided, as evenly as possible, into three (3) classes with respect to the time for which they will severally hold office and stand for election. The terms of the Directors in the first class will expire with the annual election by the Board to be held in the year 2012, the terms of the Directors in the second class will expire at the annual election to be held in the year 2013, and the terms of the Directors in the third class will expire at the annual election to be held in the year 2014; provided that, in any event and irrespective of the expiration of their terms, the Directors of any class will remain in office until their successors have been elected and qualified. At each annual meeting of the Board thereafter, the Directors elected and qualified to succeed the Directors of any class will be elected for a term of three (3) years expiring with the annual meeting of the Board occurring the third year thereafter (provided that the Directors of any class will remain in office until their successors have been elected and qualified), so that the term of office of one class of Directors will expire each year. If the total number of Directors is changed, any increase or decrease in Directors will be apportioned among the classes so as to maintain all classes of Directors as nearly equal in number as possible, and any additional Director elected to any class of Directors will hold office for a term which will expire with the term of the Directors in such class. Except as provided in Section 3.4 hereof, no Director shall serve more than two (2) consecutive terms **[excluding the initial term?]**.

Section 3.4 Ex Officio Directors

. In addition to the Directors elected by the Board, the Director of the Missouri Department of Social Services and the Director of the Missouri Department of Senior Services will be ex officio, voting members of the Board. Such ex officio Directors are exempt from the two-consecutive term limit.

Section 3.5 Board Composition

. **[Language to be developed]**.

Section 3.6 Annual and Regular Meetings

. The annual meeting of the Board will be held on the [_____] of each year, which meeting will be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. If the election of Directors is for any reason not held on the day designated herein for any annual meeting, or at an adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible. The Board may provide, by resolution, the time and place, either within or without the State of Missouri for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

Section 3.7 Special Meetings

. Special meetings of the Board may be called by the Chairman of the Board (if one has been appointed or elected), the President [**or Executive Director**], or by any two Directors. The person or persons calling a special meeting of the Board may fix any place in the United States, either within or without the State of Missouri, as the place for holding the special meeting of the Board called by them.

Section 3.8 Notice; Waiver of Notice

. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

Section 3.9 Quorum and Voting

. A [**majority**] of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.10 Manner of Acting

. The act of the [**majority**] of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Missouri Nonprofit Corporation Act, as may from time to time be amended, or the Articles of Incorporation.

Section 3.11 Attendance by Telephone Conference or Similar Communications Equipment

. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 3.12 Action by Unanimous Consent

. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 3.13 Removal; Vacancies

. A Director elected by the Board may be removed with or without cause by a vote of two-thirds of the other Directors then in office. An appointed Director may be removed without cause by the person(s) appointing the Director. A vacancy on the Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any meeting of the Directors in accordance with the procedures for regular annual election of Directors. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor. Ex officio Directors cannot be removed from the Board.

Section 3.14 Compensation

. Directors as such will not receive any compensation for their services in such capacity, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board; provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered. However, ex officio Directors shall not receive compensation from the Corporation for any reason.

ARTICLE IV **Committees of the Board**

Section 4.1 Committees Generally

. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of two or more Directors, which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

Section 4.2 Executive Committee

. **[The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee of [] or more Directors (and no non-Directors). The Chairman of the Board will serve as Chairman of the Executive Committee. The Executive Committee will possess and may exercise any and all powers of the Board in the management and affairs of the Corporation provided that all actions of the Executive Committee will be subject to the paramount power of the Board and will not**

conflict with any expressed policies of the Board, except that the Executive Committee will not have the power or authority of the Board to engage in the following acts:

- a. Authorize distributions to Directors, officers, agents or employees except in exchange for value received;**
- b. Adopt a plan of merger, consolidation, or dissolution, or authorize the sale, lease, exchange or mortgage of all or substantially all the property or assets of the Corporation;**
- c. Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or**
- d. Recommend the adoption, amendment, or repeal of the Articles of Incorporation or these Bylaws.**

The Executive Committee will keep a complete record of its activities and regularly report them to the Board at every meeting thereof. All action taken by the Executive Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby.]

Section 4.3 Nominating Committee

. [The Board, by resolution adopted by a majority of the Directors in office, shall designate and appoint a Nominating Committee of [____] or more Directors (and no non-Directors). The Nominating Committee will be charged with nominating candidates as Directors such that:

- a. The requirements of Section 3.5 of these Bylaws;**
- b. Ethnic, cultural, geographic, racial and gender diversity are manifested in Board membership;**
- c. Openness and transparency is achieved in the nominating process including through the solicitation of applications for nominations;**
- d. Consumers and providers are represented on the Board; and**
- e. No one industry group is disproportionately represented on the Board.**

The Nominating Committee will keep a complete record of its activities and regularly report them to the Board at every meeting thereof. All action taken by the Nominating Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby.]

Section 4.4 Absence

. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

Section 4.5 Notice; Waiver of Notice

. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Section 4.6 Recordkeeping

. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

Section 4.7 Meetings by Conference Telephone or Similar Communications Equipment

. Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 4.8 Committee Action Without a Meeting

. Any action which is required to be or may be taken at a meeting of any committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 4.9 Term of Office

. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 4.10 Chairman

. One member of each committee will be appointed chairman of the committee as designated by the Board, except that the Chairman of the Board will serve as Chairman of the Executive Committee.

Section 4.11 Removal; Vacancies

. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.12 Quorum

. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 4.13 Participation by Non-Directors

. Although a committee (other than the Executive Committee or the Nominating Committee) may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee.

Section 4.14 Rules

. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE V

Workgroups or Advisory Bodies

In addition to committees, the Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more workgroups comprised of subject matter experts to support the Board's activities and advisory bodies with general or specific agendas. Such workgroups or advisory bodies may be composed of non-Directors and shall have no voting rights or official authority to bind the Corporation.

ARTICLE VI

Officers

Section 6.1 Elected Officers

. The elected officers of the Corporation will be a President or Executive Director, a Secretary and a Treasurer. The Corporation may also have a Chairman of the Board and such

other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers will be elected by the Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office.

Section 6.2 Appointed Officers

. The President or Executive Director may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he may deem necessary or advisable.

Section 6.3 Duties of Chairman of the Board

. If a Chairman of the Board is elected, the Chairman of the Board will preside at all meetings of the Board at which he may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chairman of the Board, other than those conferred by law exclusively upon the President or Executive Director or another officer, as the Board may from time to time determine.

Section 6.4 Duties of President or Executive Director

. The President or Executive Director will be the chief executive officer of the Corporation and, if a Chairman of the Board has not been elected, he will preside at all meetings of the Board. He may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President or Executive Director.

Section 6.5 Duties of Secretary

. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, he will execute with the President or Executive Director all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation.

The Secretary will attend to such correspondence as may be incidental to his office, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

Section 6.6 Duties of Treasurer

. The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation.

The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or Executive Director or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

Section 6.7 Resignation and Removal

. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or Executive Director or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

Section 6.8 Vacancies

. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President or Executive Director, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 6.9 Compensation

. The compensation, if any, of the officers, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation (except for ex officio Directors); provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE VII

General Provisions

Section 7.1 Contracts

. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President or Executive Director of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation's business and activities.

Section 7.2 Loans

. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Corporation is prohibited from making loans (excluding advances made for legal defense made pursuant to Article VII) to its Directors or officers under any circumstances.

Section 7.3 Checks, Drafts, etc.

. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board.

Section 7.4 Deposits

. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 7.5 Custodians

. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 7.6 Agents and Attorneys

. The Board may appoint such agents, attorneys and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by the Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or

convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

Section 7.7 Fiscal Year

. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of January in each year and end on the last day of December in each year.

Section 7.8 Interpretation

. The terms “include”, “including” and similar terms shall be construed as if followed by the phrase “without being limited to”. The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 7.9 Electronic Communications and Signatures

. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. Neither the Corporation nor any Director may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

Section 7.10 Conflicts of Interest Policy

. The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Corporation, Directors, and Corporation employees, officers and agents.

ARTICLE VIII

Indemnification of Officers and Directors

The Corporation will indemnify and protect any Director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a Director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Missouri.

ARTICLE IX

Property Devoted to Corporate Purposes

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles of Incorporation and these Bylaws.

ARTICLE X

Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at a meeting of the Board called for that purpose.

[The remainder of this page is intentionally left blank.]

CERTIFICATION

The undersigned, being the Secretary of [**Missouri Health Information Organization**], a Missouri nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation.

Effective Date: _____

Name: _____

Title: Secretary